

Wc 05-180
KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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FCC MELLOW

APR 21 2005

April 21, 2005

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of ICG Telecom Group, Inc. and Xspedius Communications, LLC for a Transfer of Assets of an Authorized International and Domestic Carrier

Dear Secretary Dortch:

On behalf of ICG Telecom Group, Inc. ("ICG") and Xspedius Communications, LLC ("Xspedius Parent"), on behalf of itself and certain of its operating subsidiaries (collectively, "Xspedius" and together with ICG, "Applicants"), enclosed please find an original and six (6) copies of the above-referenced Application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00 to cover the requisite filing fee required for this Application.

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international Section 214 asset transfer application and domestic Section 214 asset transfer application ("Combined Application"). Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

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Re: Application of ICG Telecom Group, Inc. and Xspedius Communications,
LLC for a Transfer of Assets of an Authorized International and Domestic
Carrier

Dear Secretary Dortch:

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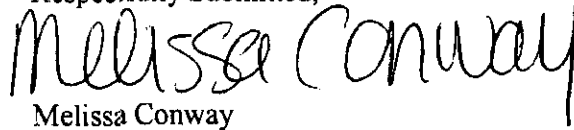
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KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary
April 21, 2005
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 955-9667.

Respectfully Submitted,


Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1200 - 19th Street, N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 500			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9600		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7201-58			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME ICG Telecom Group, Inc.			
(14) STREET ADDRESS LINE NO. 1 161 Inverness Drive West			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Englewood		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-414-5000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008-1754-73			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Melissa Conway</u>		DATE <u>4/21/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of the Application of)	
)	
ICG TELECOM GROUP, INC.)	
)	
and)	File No. ITC-T/C-2005 _____
)	
XSPEDIUS COMMUNICATIONS, LLC)	WC Docket No. 05- _____
)	
)	
For Grant of Authority to a Transfer of Assets Pursuant to)	
Section 214 of the Communications Act of 1934,)	
As Amended)	
_____)	

JOINT APPLICATION TO TRANSFER ASSETS

By this Joint Application and pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, ICG Telecom Group, Inc. ("ICG") and Xspedius Communications, LLC ("Xspedius Parent"), on behalf of itself and certain of its operating subsidiaries¹ (collectively, "Xspedius" or "Company", and together with ICG, "Applicants"), respectfully request authority from the Federal Communications Commission ("FCC" or "Commission") to complete a transaction whereby Xspedius will acquire certain of the assets of ICG, including certain customer accounts.

¹ Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. International, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, and Xspedius Management Co. of Chattanooga, LLC.

Pursuant to the terms of an Asset Purchase Agreement ("Agreement") dated April 6, 2005 among ICG, ICG's parent company, ICG Communications, Inc. ("ICG Parent"), and Xspedius Parent, as described in more detail below, Xspedius will acquire certain of the assets of ICG related to its communications business in five (5) markets: Birmingham, Alabama; Atlanta, Georgia; Louisville, Kentucky; Charlotte, North Carolina; and Nashville, Tennessee (the "Transaction"). Accordingly, Applicants request that the Commission approve the transfer of assets, including customers, of ICG to Xspedius. The proposed Transaction is not expected to result in any loss or impairment of service to any of the ICG customers. Customers will continue to receive their existing services at the same rates, terms and conditions and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The only change will be in the customers' service provider.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined application for the proposed transfer of assets of ICG, an entity that holds authority under Section 214 of the Act to provide domestic and international telecommunications services, from ICG to Xspedius. Xspedius also holds authority under Section 214 of the Act to provide domestic and international telecommunications services.² In connection with the transfer of assets, Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's

² The Commission granted Xspedius Communications, LLC, f/k/a Xspedius, LLC authority to provide global and limited facilities-based and resale international service in ITC-214-20010326-00153, granted 4/18/01 (Xspedius Corp. was converted to an LLC effective 12/31/01). The Commission granted Xspedius Management Co. International, LLC authority to provide international service in ITC-ASG-20020711-00372, granted 8/16/02.

Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of assets of ICG, as a holder of domestic Section 214 authority.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the proposed transaction, Xspedius and affiliates will have market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (b) the Applicants are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) Xspedius is not affiliated with a dominant foreign carrier, (b) Xspedius will not become affiliated with any foreign carrier as a result of the proposed transaction, and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

Immediately following the Transaction, ICG customers will continue to receive the same services at the same rates, terms and conditions as at present. The Transaction is part of ICG's ongoing efforts to restructure its business operations and reorient its strategic focus in order to ensure that the ICG operating companies remain financially secure and that ICG customers continue to receive high quality telecommunications services. In connection with that process, Applicants urgently need to complete the Transaction described herein. Accordingly, Applicants respectfully request approval of this Application as soon as possible.

I. APPLICANTS

A. ICG Telecom Group, Inc. [FRN 008175473]

ICG Communications, Inc. ("ICG Parent") is the holding company of the ICG companies, including ICG and its affiliate ICG ChoiceCom, L.P. ("ChoiceCom"), a family of companies that provides communications and information services over a nationwide fiber-optic data and voice network. ICG Parent (a Delaware corporation), ICG (a Colorado corporation) and ChoiceCom (a Delaware limited liability company) are located at 161 Inverness Drive West, Englewood, Colorado 80112.

The ICG companies, including ICG, offer a range of resold and facilities-based services, including service over a managed fiber-optic network with numerous points of presence nationwide. ICG's service offerings include local and long distance telecommunications services, data services, information services, and other communications solutions. ICG services are primarily offered to medium and large-sized businesses, ISPs, interexchange carriers and other telecommunications carriers.

ICG's services are provided through the ICG operating companies, including ICG and ChoiceCom.³ ICG is a wholly owned subsidiary of ICG Holdings, Inc., an intermediate holding company organized under the laws of Colorado, which in turn is a wholly owned subsidiary of ICG Parent. ICG holds international resold and facilities-based Section 214 authority (see File No. ITC-214-19980508-00305); Old File No. ITC-98-347), as well as domestic blanket Section 214 authority. In addition to its international and interstate operations, ICG is authorized to

³ ChoiceCom is owned in approximate equal parts by ICG and ICG Equipment Inc., the latter of which is a wholly-owned direct subsidiary of ICG Parent. ChoiceCom is a provider of domestic interstate services which holds authority to provide local exchange and intrastate interexchange telecommunications services in Texas.

provide local and/or intrastate long distance services in virtually every state. In Virginia, ICG provides service through ICG Telecom Group of Virginia, Inc.

ICG Parent is wholly owned by MCCC ICG Holdings LLC ("MCCC"). MCCC has a greater than 10% equity interest in another telecommunications company, Mpower Communications Corp. ("Mpower"). Mpower is a regional facilities-based communications provider offering data and voice communications to business customers. Its service offerings include local and long distance telephone service, high speed data, Internet access and web hosting services. Mpower offers service in California, Nevada and Illinois. There are no other affiliates of ICG that offer domestic telecommunications services.

Although most of the ICG customers in Alabama, Georgia, Kentucky, North Carolina and Tennessee are being transferred to Xspedius, ICG will continue to provide service to certain ICG nationwide customers and customers in its other core markets, and therefore will still operate under its international Section 214 authorization. As a result, ICG does *not* seek to surrender its international Section 214 authorization.

B. Xspedius Communications, LLC [FRN #0009066002]

Xspedius Communications, LLC ("Xspedius Parent") is a Delaware limited liability company that is privately-held and located at 5555 Winghaven Boulevard, O'Fallon, Missouri 63366. Through its subsidiaries, Xspedius provides advanced, integrated telecommunications services targeted to residential and small business customers, including local and long distance telephone services in combination with enhanced communication features. The Company currently is authorized to provide competitive local and long distance telecommunications

services in 20 states, and the District of Columbia, operating 2,273 metropolitan fiber route miles (as of December 31, 2004), in a total of 55 markets.⁴

As noted above, Xspedius Parent holds an international Section 214 license, ITC-214-20010326-00153, granted 4/18/01, to provide global and limited facilities-based and resold services. A subsidiary of Xspedius Parent, Xspedius Management Co. International, LLC, also holds an international Section 214 license, ITC-ASG-20020711, granted 8/16/02.

Xspedius is financially, technically and managerially qualified to acquire the ICG assets that are the subject of the Transaction and to continue to provide quality telecommunications services to the former ICG customers. Xspedius has access to the financing and capital necessary to conduct its telecommunications operations and to fulfill any obligations it may undertake with respect to the operation and maintenance of its services. The Company ended 2004 with positive cash flow, as well as completed its fifth quarter of sequentially improving EBITDA. In addition, the Company has just completed a senior secured debt financing for \$55 million. The Company has successfully provided a host of local and long distance

⁴ In addition to the Applicants, the following wholly-owned subsidiaries of Xspedius Parent provide intrastate telecommunications services in Arizona, Arkansas, Colorado, DC, Florida, Kansas, Louisiana, Maryland, Mississippi, Missouri, Nevada, New Mexico, Oklahoma, South Carolina, Texas and Virginia: Xspedius Management Co. of Albuquerque, LLC, Xspedius Management Co. of Austin, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Colorado Springs, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of D.C., LLC, Xspedius Management Co. of Dallas/Fort Worth, LLC, Xspedius Management Co. of El Paso, LLC, Xspedius Management Co. of Fort Worth, LLC, Xpsedius Management Co. of Greenville, LLC, Xspedius Management Co. of Irving, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Kansas City, LLC, Xpsedius Management Co. of Las Vegas, LLC, Xspedius Management Co. of Little Rock, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Maryland, LLC, Xspedius Management Co. of Pima County, LLC, Xspedius Management Co. of San Antonio, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of South Florida, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Tampa, LLC, Xspedius Management Co. of Tulsa, LLC, Xspedius Management Co. of Virginia, LLC. There are no other affiliates of Xspedius that offer domestic telecommunications services.

telecommunications services over the past several years, and operates a reliable and diverse voice and data network using proven technology by leading manufacturers. Both sales and service personnel are trained professionals. For customer inquiries, the toll-free customer service number will be 1-800-937-7473 after consummation of the Transaction. Xspedius has an experienced management team with more than 100 years of combined telecommunications experience. Collectively, members of the management team have designed, managed, and/or operated advanced telecommunications facilities throughout the United States. These already significant capabilities will be augmented by the facilities and personnel obtained in the Transaction. More information about Xspedius can be found at www.xspedius.com.

II. THE TRANSACTION

Pursuant to the terms of the Agreement⁵ dated April 6, 2005 among ICG, ICG Parent and Xspedius Parent, Xspedius will acquire certain of the assets of ICG related to its communications business in five (5) markets: Birmingham, Alabama, Atlanta, Georgia; Louisville, Kentucky; Charlotte, North Carolina; and Nashville, Tennessee (the "Transaction"). The assets include fiber network, switching, certain customers and other related assets.

The proposed transfer of customers from ICG to Xspedius will have no adverse impact on customers. Following completion of the Transaction, the ICG customers will continue to receive service from Xspedius pursuant to the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. As a result, the proposed Transaction will be virtually transparent to customers served by ICG in terms of the services that they receive. To

⁵ A copy of the Agreement will be provided upon request.

ensure a seamless transition and avoid customer confusion or inconvenience, Applicants will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state requirements for changing a customer's presubscribed carrier. Applicants will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, to comply with the Commission's slamming requirements.

III. PUBLIC INTEREST CONSIDERATIONS

The Applicants submit that the Transaction is in the public interest. In particular, the assignment of the ICG customer accounts will ensure that those customers continue to receive uninterrupted service. At the same time, the proposed Transaction will allow ICG to continue to restructure its operations and allow ICG to continue to implement its business strategies going forward. It is expected that the Transaction will increase competition in the telecommunications market by strengthening Xspedius' position as an effective and multifaceted telecommunications carrier. The Company's acquisition of these assets will allow Xspedius to combine its financial, technical and market resources and expertise with the certain similar assets of ICG, thereby enhancing its ability to provide reliable, competitively priced services to customers.

The Applicants emphasize that, following the transfer, the former ICG customers will continue to receive services from an experienced and qualified carrier, which services will be consistent with the quality of services currently provided by ICG. Indeed, the proposed Transaction will be virtually transparent to customers in terms of the services those customers receive. As set forth above, Xspedius is well qualified to continue to provide such services. In

sum, the proposed Transaction is expected to enhance competition by enhancing Xspedius as a viable competitor while at the same time allowing ICG to continue the on-going restructuring of the ICG operations. The Applicants anticipate that customers will experience a seamless transition of service provider. Further, these customers will be sufficiently notified of the Transaction and their rights. Hence, the public interest will be served by Xspedius' provision of services to the transferred ICG customers.

The transfer of customers from ICG to Xspedius will not result in any anticompetitive effects. The enhanced Xspedius company will achieve economies of scale and scope that will enhance the Company's ability to roll out new products and services and expand into new markets. Although both ICG and Xspedius operate in the relevant markets, neither has significant market share in any of these markets, and the Company's market share post-closing will not exceed 10% in any market. In all instances, the ILEC has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, other competitive carriers such as ITC DeltaCom, NuVox Communications and XO Communications are active participants in some or all of these markets. Accordingly, the Transaction will increase, not degrade, the competitiveness of these markets.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

ICG TELECOM GROUP, INC.
161 Inverness Drive West
Englewood, Colorado 80112
Tel. (303) 414-5000

XSPEDIUS COMMUNICATIONS, LLC
5555 Winghaven Boulevard
O'Fallon, Missouri 63366
Tel. (636) 652-7080

- (b) ICG Telecom Group, Inc. is a Colorado corporation.

Xspedius Communications, LLC is a Delaware limited liability company.

- (c) Correspondence concerning this Application should be sent to:

Melissa S. Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Fifth Floor
Washington, D.C. 20036
(202) 955-9667 (telephone)
(202) 955-9792 (facsimile)
mconway@kelleydrye.com

with copies to:

James C. Falvey
Senior Vice President, Regulatory Affairs
Xspedius Communications, LLC
14405 Laurel Pl., Suite 200
Laurel, MD 20707-6102
Tel. (301) 361-4298
Fax. (301) 361-7654
Jim.Falvey@xspedius.com

Scott E. Beer
Vice President/General Counsel
ICG Communications, Inc.
161 Inverness Drive West
Englewood, Colorado 80112
Tel. (303) 414-5906
Fax. (303) 414-8869
Scott_beer@icgcomm.com

- (d) ICG Telecom Group, Inc. (formerly known as ICG Access Services, Inc.) holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-19980508-00305; Old File No. ITC-98-347.

Xspedius Communications, LLC (formerly known as Xspedius, LLC) holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-20010326-00153. Its subsidiary, Xspedius Management Co. International, LLC holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-ASG-20020711-00372.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Upon consummation of the Transaction, Xspedius Communications, LLC will remain the 100% parent company owner of Xspedius and all the subsidiaries listed in footnote 4 above.

The following persons or entities will directly or indirectly own 10% or greater of the equity of Xspedius Communications, LLC:

1. Name: Xspedius Management Co., LLC ("XMC")
 Address: 5555 Wingham Boulevard
 O'Fallon, Missouri 63366
 Citizenship: Delaware LLC
 Principal Business: Holding company
 Percent Ownership: 53%

XMC is principally owned by:

- Name: Thermo Telecom Partners LLC ("Thermo")
Address: 644 Governor Nicholls Street
 New Orleans, LA 70116
Citizenship: US
Principal Business: Investments
Percent Ownership: 98%

Thermo is principally owned by:

- Name: James Monroe III's Grantor Trust ("Trust")
 James Monroe, Trustee
Address: 644 Governor Nicholls Street

Citizenship: New Orleans, LA 70116
US
Principal Business: Investments
Percent Ownership: 99%

100% interest in the Trust is held by:

Name: James Monroe III
Address: 644 Governor Nicholls Street
New Orleans, LA 70116
Citizenship: US
Principal Business: Investments
Percent Ownership: 100%

2. Name: Xspedius Holding Corp. ("XHC")
Address: 5555 Winghaven Boulevard
O'Fallon, Missouri 63366
Citizenship: Delaware corporation
Principal Business: Holding company
Percent Ownership: 47%

The following entities own a 10% or greater indirect interest in Xspedius Communications, LLC through ownership in XHC:

- (1) Name: The 1818 Funds III, LP ("1818 Funds")
Address: 40 Broadway, 16th Floor
New York, New York 10005
Citizenship: US
Principal Business: Investments
Percent Ownership: 42% of XHC

The general partner of 1818 Funds is:
Brown Brothers Harriman & Co. ("Brown Brothers")
140 Broadway
New York, New York 10005

Brown Brothers holds a 2% ownership interest in 1818 Funds.

No investor in 1818 Funds owns a 10% or greater indirect beneficial interest in Xspedius Communications, LLC.

(2) Name: Meritage Private Equity Funds ("Meritage")
Address: 1600 Wynkoop, Suite 300
Denver, CO 80202
Citizenship: US
Principal Business: Investments
Percent Ownership: 39% of XHC

The general partners of Meritage are:
Meritage Investment Partners, LLC and Meritage Investment Partners II,
LLC. Each are located at the above address.

Each general partner holds less than a 3% ownership interest in Meritage.

No investor in Meritage owns a 10% or greater indirect beneficial interest
in Xspedius Communications, LLC.

No other person or entity will hold a 10% or greater direct or indirect interest in Xspedius
Communications, LLC.

Following consummation of the proposed Transaction, there will be no interlocking
directorates with any foreign carrier.

- (i) As evidenced by the signatures to this Application, Xspedius certifies that following consummation of the proposed Transaction, Xspedius will not be a foreign carrier and will not be affiliated with any foreign carriers.
- (j) As evidenced by the signatures to this Application, Xspedius certifies that through its acquisition of the ICG assets it does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, (i) Xspedius is a foreign carrier; (ii) Xspedius controls a foreign carrier; (iii) any entity that owns more than 25% of Xspedius, or that controls Xspedius, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Xspedius and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Xspedius qualifies for a presumption of non-dominance under Section 63.10(a)(1) as it is not a foreign carrier, nor is it affiliated with a foreign carrier.

- (n) As evidenced by the signatures to this Application, Xspedius certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. § 63.14(b), directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined processing under Section 63.12(c) of the Commission's Rules, because (i) Xspedius is not affiliated with a dominant foreign carrier; (ii) Xspedius will not become affiliated with any foreign carrier as a result of the proposed Transaction; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

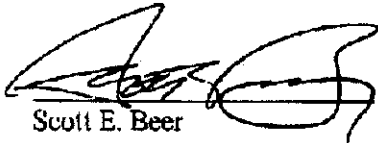
In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

Respectfully submitted,

ICG Communications, Inc.



Scott E. Beer
Vice President, General Counsel
ICG Communications, Inc.
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Dated: April 21, 2005

VI. CONCLUSION

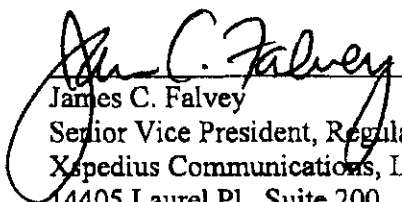
Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

Respectfully submitted,

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EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction.

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed Transaction, Xspedius will have market share in the interstate, interexchange market of substantially less than 10 percent, and Xspedius will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither Xspedius nor ICG nor any affiliate of either company is dominant with respect to any service it provides.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Consideration

None.

63.04(b)(11): Waiver Requests (if any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.